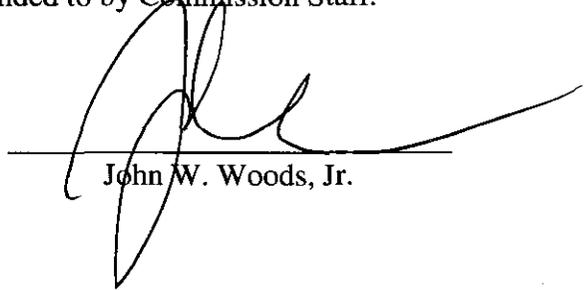


# EXHIBIT 5

**STATEMENT PURSUANT TO 16 C.F.R. § 2.7(d)(2)**

Pursuant to 16 C.F.R. § 2.7(d)(2), counsel for Hannaford Bros. Co. (“Hannaford”) and Kash n’ Karry Food Stores, Inc. (“Sweetbay”) hereby state that they conferred with counsel for the Commission in an unsuccessful effort to resolve the issues raised in the accompanying Petition to Quash. An in-person meeting occurred at the Commission’s New Jersey Avenue offices on November 16, 2010, starting at 2:00 p.m. That meeting, which lasted several hours, was attended by John Woods, Neil Gilman, Michael Oakes, Meghan Podolny and John Hatch for Hannaford and Sweetbay, and Alain Sheer, Loretta Garrison, and Laura Riposo VanDruff for the Commission. Following that meeting, on November 23, 2010, Hannaford and Sweetbay received a letter from Maneesha Mithal, Associate Director, Division of Privacy and Identity Protection, modifying the CIDs in certain respects. A copy of that letter is attached to the Petition to Quash at Exhibit 6. While these modifications addressed some of the concerns raised during the meet and confer, Hannaford and Sweetbay believe that these modifications do not sufficiently resolve the issues presented by the CIDs. Hannaford and Sweetbay responded to Ms. Mithal’s letter on December 7, 2010. A copy of that letter is attached to the Petition to Quash at Exhibit 7. On December 10, 2010, Ms. Mithal responded. A copy of that letter is attached to the Petition to Quash at Exhibit 8. Hannaford and Sweetbay also raise several legal issues in the Petition to Quash that were discussed during the November 16, 2010, meet and confer, and which were never responded to by Commission Staff.

  
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John W. Woods, Jr.